



NORTH AMERICAN CAR CORPORATION

33 West Monroe
Chicago, IL U.S.A. 60603
Telephone 312.853.5000
Telex #255222

June 23, 1983

RECORDED NO. 9138-F
JUN 27 1983 - 11 02 AM
INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary:

I have enclosed several originals of the document described below, to be recorded pursuant to Section 11303 of title 49 of the U.S. Code.

This document is a Supplemental Trust Agreement, a secondary document, dated as of May 13, 1983.

This one is
9138-F The primary document to which this document is connected is recorded under recordation no. 9138.

The names and addresses of the parties are:

Obligor: North American Car Corporation
33 West Monroe Street
Chicago, Illinois 60603

Trustee: Continental Illinois National Bank
and Trust Company of Chicago
30 North LaSalle Street
Chicago, Illinois 60602

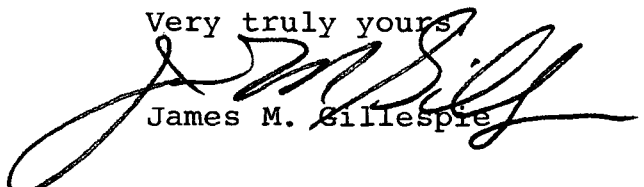
The Equipment covered by the document is described therein.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the messenger delivering this letter.

A short summary of the document to appear in the index follows:

Supplemental Trust Agreement, dated as of May 13, 1983, to an Equipment Trust Agreement with Recordation No. 9138, between North American Car Corporation, and Continental Illinois National Bank and Trust Company of Chicago, as Trustee, restating the equipment covered in said Equipment Trust Agreement.

Very truly yours


James M. Gillespie

9138-F

SUPPLEMENTAL TRUST AGREEMENT

Dated as of May 13, 1983

RECORDED NO. 9138-F
JUN 21 1983 11 05 AM
INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL TRUST AGREEMENT dated as of May 13, 1983, between NORTH AMERICAN CAR CORPORATION (the "Company") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee (the "Trustee");

W I T N E S S E T H :

WHEREAS the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of December 15, 1977 (the "Trust Agreement"), providing for the issue of its 8-5/8% Equipment Trust Certificates, Second 1977 Series due December 31, 1997 (the "Trust Certificates"), in the aggregate principal amount of \$20,000,000, a true copy of which Trust Agreement is, if the Trustee so directs, annexed hereto as Appendix B, the terms and provisions of which Trust Agreement are incorporated by reference herein, and the definitions provided in said Trust Agreement are hereby extended to apply to all capitalized terms used herein and not otherwise herein defined; and

WHEREAS the Company desires to effect a substitution under the Trust Agreement for certain of the Trust Equipment which has become worn out, sold, unsuitable for use, lost or destroyed; and

WHEREAS the parties hereto desire to amend Attachments A and B to the Trust Agreement so as to give effect to such substitution;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) duly paid to it by the Trustee on execution of these presents, the receipt and sufficiency of which is hereby acknowledged, the Company and the Trustee covenant and agree for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

Attachments A and B to the Trust Agreement are hereby amended in their collective entirety to be and read as set forth in Appendix A hereto.

The Trustee accepts the provisions hereof but only upon the terms and conditions set forth in the Trust Agreement as amended hereby.

Except for the amendment of Attachments A and B as provided herein, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. This Supplemental Trust Agreement may be executed in any number of counterparts, each of

which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Except for the amendment of Attachments A B as provided herein, this Supplemental Trust Agreement shall not supersede, displace or invalidate any prior recordation of the Trust Agreement under the laws of any province of Canada. The Company is hereby appointed the agent of the Trustee for the purpose of taking delivery of any Equipment being delivered in substitution for Equipment, cash, or letters of credit being released in connection herewith.

The provisions of this Supplemental Trust Agreement and all the rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the State of Illinois. The Company hereby waives and releases all its rights, benefits, and protection given it by Sections 23 through 28 (both inclusive) of the Chattel Mortgage Act of the Province of British Columbia, and amendments thereto, and by Sections 19 through 24 (both inclusive) of the Sale of Goods on Condition Act of the Province of British Columbia, and amendments thereto.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Trust Agreement to be executed by their respective officers, duly authorized, and have caused their respective corporate seals, duly attested, to be hereunto affixed, as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By J. F. Compton
Vice President

ATTEST:

David M. Helander
Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO, as
Trustee

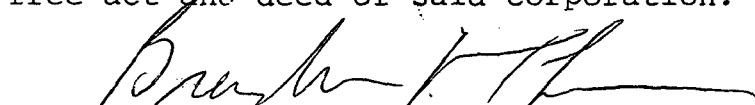
By Donall W. Gelf
Its VICE PRESIDENT

ATTEST:

George N. Kraus
Its TRUST OFFICER

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 13th day of May, 1983,
before me personally appeared James F. Compton,
to me personally known, who, being by me duly sworn, says
that he is a Vice President of NORTH AMERICAN CAR CORPORATION,
that one of the seals affixed to the foregoing instrument is
the corporate seal of said corporation and that said instru-
ment was on May 13, 1983, signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and he acknowledged that the execution of the fore-
going instrument was the free act and deed of said corporation.



Notary Public

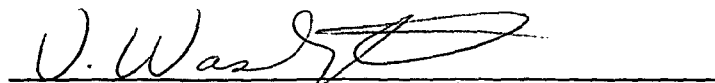
My Commission Expires:

July 21, 1983

(S E A L)

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 23RD day of JUNE, 1983,
before me personally appeared DONALD W. ALVIN,
to me personally known, who, being by me duly sworn, says
that he is VICE PRESIDENT of CONTINENTAL
ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that
one of the seals affixed to the foregoing instrument is the
corporate seal of said national banking association and
that said instrument was on JUNE 23, 1983, signed
and sealed on behalf of said national banking association by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free
act and deed of said national banking association.




Notary Public

My Commission Expires:

My Commission Expires July 2, 1984

(S E A L)



NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
SECOND 1977 SERIES

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QUANT.	SERIAL # FROM TO	CAR INIT	RUNNING # FROM TO	CAR TYPE	MECH DESN	AAR CODE	TRUCK CAPACITY	DESCRIPTION			
113	016666 016778	AESX	008695 008807	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	016779	AESX	008808	TANK	TLI	T104	TGN	17,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
3	016780 016782	AESX	008809 008811	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	016783	AESX	008812	TANK	TLI	T104	TGN	17,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
2	016784 016785	AESX	008813 008814	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	016786	AESX	008815	TANK	TLI	T104	TGN	17,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	016787	AESX	008816	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	016788	AESX	008817	TANK	TLI	T104	TGN	17,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
2	016789 016790	AESX	008818 008819	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
2	016791 016792	AESX	008820 008821	TANK	TLI	T104	TGN	17,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	016793	AESX	008822	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	016794	AESX	008823	TANK	TLI	T104	TGN	17,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
4	016795 016798	AESX	008824 008827	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	016799	AESX	008828	TANK	TLI	T104	TGN	17,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
2	016800 016801	AESX	008829 008830	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	016802	AESX	008831	TANK	TLI	T104	TGN	17,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
47	016803 016849	AESX	008832 008878	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
13	016853 016865	AESX	008882 008894	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	016867	AESX	008896	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
4	016869 016872	AESX	008898 008901	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	016874	AESX	008903	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
44	016926 016965	AMPX	017525 017568	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	016970	AMPX	017569	TANK	TLI	T104	TGN	17,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
3	016971 016973	AMPX	017570 017572	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	016974	AMPX	017573	TANK	TLI	T104	TGN	17,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
26	016975 017000	AMPX	017574 017599	TANK	TLI	T104	TGN	18,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
55	033412 033466	NATX	033412 033466	TANK	TPI	T549	TGN	34,000	GALLON	CAPACITY	DOT SPEC. DOT105A300W
57	035352 035388	NATX	035352 035388	TANK	TPI	T549	TGN	34,000	GALLON	CAPACITY	DOT SPEC. DOT105A300W
55	035550 035584	NATX	035550 035584	TANK	TPI	T549	TGN	33,000	GALLON	CAPACITY	DOT SPEC. DOT105A400W
1	035585	NATX	035585	TANK	TPI	T549	TGN	34,000	GALLON	CAPACITY	DOT SPEC. DOT105A300W
1	035587	NATX	035587	TANK	TPI	T549	TGN	34,000	GALLON	CAPACITY	DOT SPEC. DOT105A300W
1	035594	NATX	035594	TANK	TPI	T549	TGN	34,000	GALLON	CAPACITY	DOT SPEC. DOT105A300W
19	058682 058700	NAHX	058682 058700	HOPPER	LO	C614	TGN	6,000	CUBIC FEET		
19	072311 072329	NATX	072311 072329	TANK	TMI	T106	TGN	21,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
5	072331 072335	NATX	072331 072335	TANK	TMI	T106	TGN	21,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	072337	NATX	072337	TANK	TMI	T106	TGN	21,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
5	076988 076992	NATX	076988 076992	TANK	TMI	T106	TGN	24,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
2	076995 076996	NATX	076995 076996	TANK	TMI	T106	TGN	24,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	076998	NATX	076998	TANK	TMI	T106	TGN	24,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
4	077001 077004	NATX	077001 077004	TANK	TMI	T106	TGN	24,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	077006	NATX	077006	TANK	TMI	T106	TGN	24,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
1	077012	NATX	077012	TANK	TMI	T106	TGN	24,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
11	077014 077024	NATX	077014 077024	TANK	TMI	T106	TGN	24,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
3	077026 077028	NATX	077026 077028	TANK	TMI	T106	TGN	24,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3

Appendix A

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
SECOND 1977 SERIES

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QUANT.	SERIAL # FROM TO	CAR INIT	RUNNING # FROM TO	CAR TYPE	MECH DESN	AAR CODE	TRUCK CAPACITY	DESCRIPTION			
8	077030 077037	NATX	077030 077037	TANK	TMI	T106	TGN	24,000	GALLON	CAPACITY	DOT SPEC. DOT111A100W3
27	093458 093484	NAHX	093458 093484	HOPPER	LO	C611	TGN	3,000	CUBIC FEET		
3	093490 093492	NAHX	093490 093492	HOPPER	LO	C611	TGN	3,000	CUBIC FEET		
10	093493 093502	BM	005900 005909	HOPPER	LO	C611	TGN	3,000	CUBIC FEET		
1	093503	NAHX	093503	HOPPER	LO	C611	TGN	3,000	CUBIC FEET		
17	093505 093521	NAHX	093505 093521	HOPPER	LO	C611	TGN	3,000	CUBIC FEET		
1	093522	NAHX	093522	HOPPER	LO	C711	TGN	3,000	CUBIC FEET		
12	093523 093534	NAHX	093523 093534	HOPPER	LO	C611	TGN	3,000	CUBIC FEET		

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
SECOND 1977 SERIES

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QUANT.	SERIAL #		CAR	RUNNING #		CAR	MECH	AAR	TRUCK	DESCRIPTION		
	FROM	TO	INIT	FROM	TO	TYPE	DESCN	CODE	CAPACITY			
8	077030	077037	NATX	077030	077037	TANK	TMI	T106	TGN	24,000	GALLON CAPACITY	DOT SPEC. DCT1111A100W3
27	093458	093484	NAHX	093458	093484	HOPPER	LU	C611	TGN	3,000	CUBIC FEET	
3	093490	093492	NAHX	093490	093492	HOPPER	LS	C611	TGN	3,000	CUBIC FEET	
10	093493	093502	BM	005900	005909	HOPPER	LU	C611	TGN	3,000	CUBIC FEET	
1	093503		NAHX	093503		HOPPER	LU	C611	TGN	3,000	CUBIC FEET	
17	093505	093521	NAHX	093505	093521	HOPPER	LU	C611	TGN	3,000	CUBIC FEET	
1	093522		NAHX	093522		HOPPER	LU	C711	TGN	3,000	CUBIC FEET	
12	093523	093534	NAHX	093523	093534	HOPPER	LU	C611	TGN	3,000	CUBIC FEET	
9	093643	093656	NAHX	093648	093656	HOPPER	LS	C611	TGN	3,000	CUBIC FEET	
16	093659	093674	NAHX	093659	093674	HOPPER	LS	C611	TGN	3,000	CUBIC FEET	
5	093825	093825	NCHX	093825	093829	HOPPER	LU	C612	TGN	4,000	CUBIC FEET	
22	093830	093851	NAHX	093830	093851	HOPPER	LU	C612	TGN	4,000	CUBIC FEET	
5	093852	093856	NCHX	093852	093856	HOPPER	LU	C612	TGN	4,000	CUBIC FEET	
3	093853	093860	NAHX	093856	093860	HOPPER	LU	C612	TGN	4,000	CUBIC FEET	
2	483273	483274	NAHX	483273	483274	HOPPER	LU	C113	TGN	5,000	CUBIC FEET	
1	483458		NAHX	483458		HOPPER	LU	C113	TGN	5,000	CUBIC FEET	

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0779K

See Record #15039

#9138

CERTIFICATE

The undersigned, being duly appointed officers of General Electric Credit Corporation, a ^{NEW YORK} ~~Delaware~~ corporation ("GECC"), and North American Car Corporation, a Delaware corporation ("NACC"), do hereby certify that the transactions contemplated by the Asset Purchase Agreement, dated the 14th day of February, 1986, as amended, entered into by and among GECC and NACC and certain of its subsidiaries and approved pursuant to orders of the United States Bankruptcy Court for the Central District of California in Case No. LA 84-23401-BR through LA 84-23417-BR authorizing such sale were consummated on July 3, 1986. Pursuant to the orders of the Bankruptcy Court, NACC and its subsidiaries sold each and every railcar owned by them to GECC free and clear of any and all claims, encumbrances, rights and security interests, including the security interests filed with the Interstate Commerce Commission under the recordation numbers listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed as of this 3rd day of July, 1986.

ATTEST:

By

ITS ASSISTANT SECRETARYGENERAL ELECTRIC CREDIT CORPORATION,
a ~~Delaware~~ ^{NEW YORK} Corporation

By

DESIGNATED REPRESENTATIVENORTH AMERICAN CAR CORPORATION, a
Delaware Corporation

ATTEST:

By

By

PRESIDENT